United States Bankruptcy Court Southern District of Texas

ENTERED

March 07, 2023 Nathan Ochsner, Clerk

IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

In re:

S
Chapter 11
CORE SCIENTIFIC, INC., et al.,

Debtors.

Debtors.

Chapter 11
Case No. 22-90341 (DRJ)

(Jointly Administered)

AGREED ORDER DIRECTING THE APPOINTMENT OF AN OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS

[Relates to Docket No. 458]

The Bankruptcy Court, having considered the *Motion of the Ad Hoc Group of Equity Holders of Core Scientific for an Order Directing the Appointment of an Official Committee of Equity Security Holders* [Docket No. 458] (the "**Motion**") filed by the Ad Hoc Equity Group² on February 3, 2023; and the Bankruptcy Court having held a hearing on March 1, 2023 (the "**March 1 Hearing**") and March 3, 2023 (collectively, the "**Hearing**") to consider the relief requested in the Motion; at the March 1 Hearing, following comments made by the Bankruptcy Court relating to the Motion, the Debtors, the UCC, the Ad Hoc Equity Group. B. Riley, in its capacity as DIP Lender ("**B. Riley**"), and the Ad Hoc Noteholder Group agreed to adjourn to March 3, 2023 to consider the Bankruptcy Court's proposal; and following good faith and arm's length negotiations, the Debtors have agreed to the appointment of an official

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (6073); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion.

committee of equity security holders (the "Official Equity Committee"), subject to the terms set forth in this Order; and the Bankruptcy Court finding good cause therefor, and for the reasons stated on the record,

IT IS HEREBY ORDERED THAT:

- The Motion is granted as and to the extent expressly set forth herein (the "Order") and subject to the limitations and standards of review stated by the Bankruptcy Court on the record at the Hearing.
- 2. The U.S. Trustee shall appoint an Official Equity Committee in the chapter 11 cases as expeditiously as possible.
- 3. Subject to paragraphs 4 through 8 below, the fees and expenses of the Official Equity Committee, inclusive of any fees and expenses of any legal and financial advisors to the Official Equity Committee, shall be limited to \$4,750,000 (the "EC Fee Cap").
- 4. The EC Fee Cap can be increased with approval of the Bankruptcy Court, upon notice to the Debtors, the UCC, the Ad Hoc Noteholder Group, B. Riley, the U.S. Trustee, and other parties-interest, and a hearing.
- 5. The Debtors' estates shall not pay the fees and expenses of the Official Equity Committee that exceed the EC Fee Cap unless the Bankruptcy Court orders otherwise in accordance with the preceding paragraph.
- 6. The Official Equity Committee and its advisors shall be subject to and shall be paid (subject to the limitations set forth herein) in accordance with the *Order Establishing*Procedures for Interim Compensation and Reimbursement of Expenses for Professionals

 [Docket No. 541].

- 7. Notwithstanding anything to the contrary in this Order, the allowance of fees and expenses incurred by the Official Equity Committee and any advisors retained by the Official Equity Committee shall be subject to the review of the Bankruptcy Court with the limitations and standards of review set forth by the Bankruptcy Court on the record at the Hearing, in addition to being in compliance with sections 328, 330, and 331 of the Bankruptcy Code (as applicable) and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Bankruptcy Court.
- 8. The scope of the Official Equity Committee's appointment (and any fees or expenses incurred by the Official Equity Committee and its advisors) shall be limited to (a) valuation and (b) negotiations, in each case related to determining the terms of confirmation of a chapter 11 reorganization plan. The scope of the Official Equity Committee's appointment can be expanded with approval of the Bankruptcy Court upon notice to the Debtors, the UCC, the Ad Hoc Noteholder Group, B. Riley, the U.S. Trustee and other parties-interest, and a hearing. To the extent the Official Equity Committee's scope expands in accordance with this paragraph, nothing herein shall restrict the rights of any party, including the Debtors, the UCC, B. Riley, the Ad Hoc Noteholder Group or the U.S. Trustee from requesting that the Bankruptcy Court limit the scope of the Official Equity Committee back to its original scope (or to exercise the rights set forth in paragraph 9 below).
- 9. The Debtors, the UCC, B. Riley and the Ad Hoc Noteholder Group shall have the right to request that the Bankruptcy Court disband the Official Equity Committee (a "**Disbandment Request**"), upon notice to the Official Equity Committee, the U.S. Trustee and other parties in interest, and a hearing. Any party intending to file a Disbandment Request shall inform the U.S. Trustee five days prior to filing any such request with the Bankruptcy Court.

10. This Bankruptcy Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: March 07, 2023.

DAVID R. JONES

UNITED STATES BANKRUPT Y JUDGE

Case 22-90341 Document 657 Filed in TXSB on 03/09/23 Page 5 of 10

United States Bankruptcy Court Southern District of Texas

In re: Case No. 22-90341-drj

Core Scientific, Inc.

Official Committee of Unsecured Creditor

Debtors

CERTIFICATE OF NOTICE

District/off: 0541-4 User: ADIuser Page 1 of 6
Date Rcvd: Mar 07, 2023 Form ID: pdf002 Total Noticed: 35

The following symbols are used throughout this certificate:

Symbol Definition

- + Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS
 - regulations require that automation-compatible mail display the correct ZIP.
- ^ Addresses marked '^' were sent via mandatory electronic bankruptcy noticing pursuant to Fed. R. Bank. P. 9036.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Mar 09, 2023:

D . TD	
Recip ID db	Recipient Name and Address + American Property Acquisition, LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ American Property Acquisitions I, LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ American Property Acquisitions VII, LLC, 210 Barton Springs Road, Suite 300, Austiin, TX 78704-1251
db	+ Core Scientific Acquired Mining LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ Core Scientific Mining LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	
db	G G I I I I I I I I I I I I I I I I I I
db	
db	+ RADAR LLC, 210 Barton Springs Road, Suite 300, Austiin, TX 78704-1251
db	+ Radar Relay, Inc., 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ Starboard Capital LLC, 210 Barton Springs Road, Suite 300, Austiin, TX 78704-1251
cr	 + AmTrust North America, Inc. on behalf of Associate, c/o Maurice Wutscher LLP, 23611 Chagrin Blvd. Suite 207, Beachwood, OH 44122-5540
intp	+ Board of Directors of Core Scientific, Inc., c/o Peter C. Lewis, Scheef & Stone, L.L.P., 500 North Akard Street, Suite 2700, Dallas, TX 75201-3306
intp	+ Condair Inc., c/o John S. Collins, Vorys, Sater, Seymour and Pease LLP, 909 Fannin, Suite 2700, Houston, TX 77010-1009
cr	+ Dalton Utilities, Howley Law PLLC, 711 Louisiana Street, Ste. 1850, Houston, TX 77002-2790
cr	+ GEM Mining 1, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	+ GEM Mining 2, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	+ GEM Mining 2B, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	+ GEM Mining 3, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	+ GEM Mining 4, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	+ Indigo Direct Lending, LLC, c/o Ross, Smith & Binford, PC, Attn: Frances A. Smith, 700 N. Pearl Street, Suite 1610 Dallas, TX 75201-7459
cr	+ J.W. Didado Electric, LLC, c/o Leonard I. Pataki, Quanta Services, 4500 S. Garnett Road, Suite 100, Tulsa, OK 74146-5221
cr	+ Maddox Industrial Transformer, LLC, c/o Mary M. Caskey, Esq., Haynsworth Sinkler Boyd, PA, PO Box 11889, Columbia, SC 29211-1889
intp	 McCarthy Building Companies, Inc., c/o Watt, Tieder, Hoffar & Fitzgerald, L, 1765 Greensboro Station Place, Suite 1000, McLean, VA 22102-3468
cr	+ NextEra Energy Resources, LAW/JB, 700 Universe Blvd., Juno Beach, FL 33408, UNITED STATES 33408-2657
cr	+ Pescadero Capital, LLC, Building LAW/JB, 700 Universe Blvd, Juno Beach, FL 33408, UNITED STATES 33408-2657
cr	+ Tenaska Power Services Co., c/o Ross & Smith, P.C., Attn: Jason Binford, 2003 N. Lamar Blvd., Suite 100 Austin, TX 78705-4932
cr	+ Travis County, c/o Jason A. Starks, P.O. Box 1748, Austin, TX 78767-1748
intp	+ U.S. Bank National Association, as Prepetition Not, c/o Shipman & Goodwin LLP, One Constitution Plaza, Hartford, CT 06103-1803
cr	+ c/o James Bailey Esq Gaylor Electric, Inc., d/b/a, Bradley Arant Boult Cummings LLP, One Federal Place, 1819 5th Ave. N, Birmingham, AL 35203-2119

TOTAL: 30

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	+ Email/Text: ahochheiser@mauricewutscher.com		_
		Mar 07 2023 20:05:00	AmTrust North America, Inc. on be
			A: -4/- M: W/41 T T

AmTrust North America, Inc. on behalf of Associate, c/o Maurice Wutscher LLP, 23611 Chagrin Blvd. Suite 207, Beachwood, OH 44122-5540

Case 22-90341 Document 657 Filed in TXSB on 03/09/23 Page 6 of 10

Page 2 of 6

User: ADIuser

Date Rcvd: Mar 07, 2023 Form ID: pdf002 Total Noticed: 35 + Email/Text: beanland@mssattorneys.com Mar 07 2023 20:05:00 BEAM Concrete Construction, Inc., c/o Misti L. Beanland, 8131 LBJ Freeway, Suite 700, Dallas, TX 75251-1352 + Email/Text: dallas.bankruptcy@LGBS.com cr Dallas County, Linebarger Goggan Blair & Sampson, LLP, c/o John K. Turner, 2777 N. Mar 07 2023 20:05:00 Stemmons Freeway, Suite 1000, Dallas, TX 75207-2328 + Email/Text: schristianson@buchalter.com cr Mar 07 2023 20:04:00 Oracle America, Inc., Buchalter PC, c/o Shawn M. Christianson, 425 Market St., Suite 2900, San Francisco, Ca 94105-2491 + Email/Text: neil.orleans@judithwross.com cr Mar 07 2023 20:05:00 Tenaska Power Services Co., c/o Ross & Smith, P.C., Attn: Judith W. Ross, 700 N. Pearl Street, Suite 1610, Dallas, TX 75201-7459 ^ MEBN cr Texas Comptroller of Public Accounts, Revenue Mar 07 2023 20:01:52 Acco, Christopher S. Murphy, P.O. Box 12548, Austin, TX 78711-2548

TOTAL: 6

District/off: 0541-4

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID cr	Bypass Reason	Name and Address 36th Street Capital Partners, LLC
cr		ABLe Communications, Inc.
cr		Ad Hoc Group of Secured Convertible Noteholders
cr		Anchorage Lending CA, LLC
intp		B. Riley Commercial Capital, LLC
cr		Barings BDC, Inc.
cr		Barings Capital Investment Corporation
cr		Barings Private Credit Corp.
cr		BlockFi Lending LLC
cr		BlockFi, Inc. and its affiliated entities
cr		Bremer Bank
cr		CEC Energy Services LLC
cr		Celsius Mining, LLC
cr		Charles Basil
cr		City of Denton
cr		Coonrod Electric Co. LLC
intp		Foundry Digital LLC
cr		General Casualty Company of Wisconsin
intp		Harper Construction Company, Inc.
cr		Huband-Mantor Construction, Inc.
cr		Humphrey & Associates, Inc.
cr		MK Marlow Company, LLC
cr		MP2 Energy Texas LLC d/b/a Shell Energy Solutions
cr		Marnoy Interests, Ltd. d/b/a Office Pavilion
cr		MassMutual Asset Finance, LLC
cr		Mitch Edwards
cr		NYDIG ABL LLC
crem		Official Committee of Unsecured Creditors
cr		Prime Alliance Bank, Inc.
cr		Priority Power Management, LLC
intp		SRPF A QR Riversouth LLC
cr		Sphere 3D Corp.
cr		Summit Electric Supply Company, Inc.
cr		TOYOTA INDUSTRIES COMMERCIAL FINANCE INC.
cr		Texas Capitalization Resource Group, Inc., 5201 Camp Bowie Blvd. Suite 200, Fort Worth
intp		The Ad Hoc Equity Group
intp		Trinity Capital Inc.
cr		Wingspire Equipment Finance, LLC

Case 22-90341 Document 657 Filed in TXSB on 03/09/23 Page 7 of 10

District/off: 0541-4 User: ADIuser Page 3 of 6 Date Rcvd: Mar 07, 2023 Form ID: pdf002 Total Noticed: 35

TOTAL: 38 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Mar 09, 2023	Signature:	/s/Gustava Winters
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CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on March 7, 2023 at the address(es) listed

below: Name **Email Address** Alfredo R Perez on behalf of Debtor Core Scientific Inc. alfredo.perez@weil.com, alfredo-perez-1218@ecf.pacerpro.com; erin. choi@weil.com; clifford.carlson@weil.com; rene. olvera@weil.com; christopher. jalomo.com; rene. olvera@weil.com; christopher. jalomo.com; rene. olvera@weil.com; rene. olvera. olvera@weil.com; rene. olvera. olvera@weil.com; rene. olvera. olvera@weil.com; rene. olvera@weil.com; rene. olvera@weil.com@weil.com; jake.rutherford@weil.com; theodore.heckel@weil.com Alfredo R Perez on behalf of Debtor Core Scientific Specialty Mining (Oklahoma) LLC alfredo.perez@weil.com alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo @weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com Alfredo R Perez on behalf of Debtor Core Scientific Mining LLC alfredo.perez@weil.com alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo @weil.com; jake.rutherford@weil.com; theodore.heckel@weil.com Alfredo R Perez on behalf of Debtor Core Scientific Acquired Mining LLC alfredo.perez@weil.com alfredo-perez-1218@ecf.pacerpro.com; erin.choi@weil.com; clifford.carlson@weil.com; rene.olvera@weil.com; christopher.jalomo.com; clifford.carlson@weil.com; rene.olvera@weil.com; christopher.jalomo.com; clifford.carlson@weil.com; rene.olvera@weil.com; clifford.carlson@weil.com; rene.olvera@weil.com; clifford.carlson@weil.com; rene.olvera@weil.com; rene.olvera@weil.com;@weil.com; jake.rutherford@weil.com; theodore.heckel@weil.com Alfredo R Perez on behalf of Debtor Core Scientific Operating Company alfredo.perez@weil.com alfredo-perez-1218@ecf.pacerpro.com; erin. choi@weil.com; clifford.carlson@weil.com; rene.olvera@weil.com; christopher.jalomo.com; clifford.carlson@weil.com; rene.olvera@weil.com; christopher.jalomo.com; clifford.carlson@weil.com; rene.olvera@weil.com; christopher.jalomo.com; clifford.carlson@weil.com; rene.olvera@weil.com; christopher.jalomo.com; rene.olvera@weil.com; christopher.jalomo.com; rene.olvera@weil.com; rene.olvera.olvera@weil.com; rene.olvera@weil.com; rene.olvera@w@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com Alfredo R Perez on behalf of Debtor Radar Relay Inc. alfredo.perez@weil.com, alfredo-perez-1218@ecf.pacerpro.com; erin. choi@weil.com; clifford.carlson@weil.com; rene. olvera@weil.com; christopher. jalomo.com; clifford.carlson@weil.com; rene. olvera@weil.com; rene. olvera@wei@weil.com; jake.rutherford@weil.com; theodore.heckel@weil.com Alfredo R Perez on behalf of Debtor RADAR LLC alfredo.perez@weil.com alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo @weil.com; jake.rutherford@weil.com; theodore.heckel@weil.com

Alfredo R Perez on behalf of Debtor American Property Acquisitions VII LLC alfredo.perez@weil.com,

alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo

@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com

Alfredo R Perez on behalf of Debtor American Property Acquisitions I LLC alfredo.perez@weil.com,

alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo

@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com

Alfredo R Perez on behalf of Debtor Starboard Capital LLC alfredo.perez@weil.com

alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo

@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com

Alfredo R Perez

on behalf of Debtor American Property Acquisition LLC alfredo.perez@weil.com,

Case 22-90341 Document 657 Filed in TXSB on 03/09/23 Page 8 of 10

District/off: 0541-4 User: ADIuser Page 4 of 6
Date Rcvd: Mar 07, 2023 Form ID: pdf002 Total Noticed: 35

alfredo-perez-1218@ecf.pacerpro.com; erin. choi@weil.com; clifford. carlson@weil.com; rene. olvera@weil.com; christopher. jalomo.com; clifford. carlson@weil.com; rene. olvera@weil.com; christopher. jalomo.com; clifford. carlson@weil.com; choi.gov.com; choi.gov.com;

@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com

Alicia Lenae Barcomb

on behalf of U.S. Trustee US Trustee alicia.barcomb@usdoj.gov

Arsalan Muhammad

on behalf of Creditor BlockFi Inc. and its affiliated entities arsalan.muhammad@haynesboone.com,

kenneth.rusinko@haynesboone.com

Ashley L. Harper

on behalf of Creditor Sphere 3D Corp. ashleyharper@HuntonAK.com

Byron Z Moldo

on behalf of Creditor Charles Basil bmoldo@ecjlaw.com aantonio@ecjlaw.com,dperez@ecjlaw.com

Byron Z Moldo

on behalf of Creditor Mitch Edwards bmoldo@ecjlaw.com aantonio@ecjlaw.com,dperez@ecjlaw.com

Charles Thomas Kruse

on behalf of Creditor Barings Private Credit Corp. tom.kruse@arnoldporter.com

Charles Thomas Kruse

on behalf of Creditor Barings BDC Inc. tom.kruse@arnoldporter.com

Charles Thomas Kruse

on behalf of Creditor Barings Capital Investment Corporation tom.kruse@arnoldporter.com

Christopher S Murphy

on behalf of Creditor Texas Comptroller of Public Accounts Revenue Accounting Division bk-cmurphy@oag.texas.gov,

sherri.simpson@oag.texas.gov

Craig Crockett

on behalf of Creditor Texas Capitalization Resource Group $\,$ Inc. craig@crockettfirm.com

Craig E Power

on behalf of Creditor MP2 Energy Texas LLC d/b/a Shell Energy Solutions cpower@cokinoslaw.com

mbartlett@cokinoslaw.com;eolson@cokinoslaw.com

Deborah Michelle Perry

on behalf of Interested Party SRPF A QR Riversouth LLC dperry@munsch.com

Devan Joan Dal Col

on behalf of Creditor Wingspire Equipment Finance LLC ddalcol@reedsmith.com

Devan Joan Dal Col

on behalf of Creditor Prime Alliance Bank Inc. ddalcol@reedsmith.com

Devan Joan Dal Col

on behalf of Creditor 36th Street Capital Partners LLC ddalcol@reedsmith.com

Dylan Ross

on behalf of Creditor ABLe Communications Inc. dross@forsheyprostok.com,

 $jjones @forsheyprostok.com; calendar @forsheyprostok.com; calendar _0573 @ecf.courtdrive.com; drossfp @ecf.courtdrive.courtdrive.courtdrive.courtdrive.courtdri$

Eric L Scott

on behalf of Creditor MK Marlow Company LLC escott@sv-legal.com

Eric Thomas Haitz

on behalf of Creditor Priority Power Management LLC ehaitz@gibsondunn.com

Frances Anne Smith

on behalf of Creditor Indigo Direct Lending LLC frances.smith@rsbfirm.com, michael.coulombe@rsbfirm.com

Gary M McDonald

on behalf of Creditor J.W. Didado Electric LLC gmcdonald@mmmsk.com, hdowell@mcdonaldpllc.com

Hector Duran, Jr

on behalf of U.S. Trustee US Trustee Hector.Duran.Jr@usdoj.gov

James Drew

on behalf of Creditor Anchorage Lending CA LLC jdrew@otterbourg.com

James B. Bailey

on behalf of Creditor c/o James Bailey Esq Gaylor Electric Inc., d/b/a Gaylor, Inc. jbailey@bradley.com,

jbailey@ecf.courtdrive.com

James Tillman Grogan, III

on behalf of Creditor Ad Hoc Group of Secured Convertible Noteholders jamesgrogan@paulhastings.com

Jason Starks

on behalf of Creditor Travis County bkecf@traviscountytx.gov

Case 22-90341 Document 657 Filed in TXSB on 03/09/23 Page 9 of 10

District/off: 0541-4 User: ADIuser Page 5 of 6
Date Rcvd: Mar 07, 2023 Form ID: pdf002 Total Noticed: 35

Jason B. Binford

on behalf of Creditor Tenaska Power Services Co. jason.binford@rsbfirm.com

Jason R Kennedy

on behalf of Creditor Humphrey & Associates Inc. bankruptcy@laperouselaw.com, holly@harrisonsteck.com

Jason S Brookner

on behalf of Creditor Committee Official Committee of Unsecured Creditors jbrookner@grayreed.com lwebb@grayreed.com

Jay K Farwell

on behalf of Creditor Huband-Mantor Construction Inc. jfarwell@cokinoslaw.com, dcarlin@cokinoslaw.com

Jayson B. Ruff

on behalf of U.S. Trustee US Trustee jayson.b.ruff@usdoj.gov

Jeffrey Philipp Prostok

on behalf of Creditor ABLe Communications Inc. jprostok@forsheyprostok.com,

calendar@forsheyprostok.com;calendar_0573@ecf.courtdrive.com;jprostok@ecf.courtdrive.com;khartogh@forsheyprostok.com

Jennifer Jaye Hardy

on behalf of Creditor Committee Official Committee of Unsecured Creditors jhardy2@willkie.com mao@willkie.com

Jennifer L. Kneeland

on behalf of Interested Party McCarthy Building Companies Inc. jkneeland@watttieder.com, shope@watttieder.com

John Lewis, Jr.

on behalf of Creditor General Casualty Company of Wisconsin jolewis@shb.com sgrussell@shb.com

John F Higgins, IV

on behalf of Interested Party Harper Construction Company Inc. jhiggins@porterhedges.com, emoreland@porterhedges.com;eliana-garfias-8561@ecf.pacerpro.com;mwebb@porterhedges.com

John F Higgins, IV

on behalf of Interested Party Foundry Digital LLC jhiggins@porterhedges.com

emoreland@porterhedges.com;eliana-garfias-8561@ecf.pacerpro.com;mwebb@porterhedges.com

John Kendrick Turner

on behalf of Creditor Dallas County john.turner@lgbs.com Dora.Casiano-Perez@lgbs.com;Dallas.Bankruptcy@lgbs.com

John Stuart Collins

on behalf of Interested Party Condair Inc. jscollins@vorys.com mdwalkuski@vorys.com

Judith W Ross

on behalf of Creditor Tenaska Power Services Co. judith.ross@rsbfirm.com

Kelli S. Norfleet

on behalf of Creditor City of Denton kelli.norfleet@haynesboone.com kenneth.rusinko@haynesboone.com

Lydia R Webb

 $on \ behalf \ of \ Creditor \ Committee \ Official \ Committee \ of \ Unsecured \ Creditors \ lwebb@grayreed.com \ vsalazar@grayreed.com$

Maegan Quejada

on behalf of Creditor NYDIG ABL LLC mquejada@sidley.com

 $txefiling notice@sidley.com; maegan-quejada-3302@ecf.p\'{a}cerpro.com; efiling notice@sidley.com\\$

Marcy J. McLaughlin Smith

on behalf of Creditor Dalton Utilities marcy.smith@troutman.com\\

Marguerite Lee DeVoll

on behalf of Interested Party McCarthy Building Companies Inc. mdevoll@watttieder.com

Maria Mulrooney Bartlett

on behalf of Creditor MP2 Energy Texas LLC d/b/a Shell Energy Solutions mbartlett@cokinoslaw.com

Mary M Caskey

on behalf of Creditor Maddox Industrial Transformer LLC mcaskey@hsblawfirm.com

Matthew D Cavenaugh

on behalf of Creditor Celsius Mining LLC mcavenaugh@jw.com,

kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net

Matthew Ray Brooks

on behalf of Creditor Dalton Utilities matthew.brooks@troutman.com wlbank@troutman.com;Monica.Molitor@troutman.com

Matthew T Ferris

on behalf of Creditor BlockFi Lending LLC matt.ferris@haynesboone.com kim.morzak@haynesboone.com;kristy.martinez@haynesboone.com

Misti Lachelle Beanland

on behalf of Creditor BEAM Concrete Construction Inc. beanland@mssattorneys.com

Nathaniel Richard Hull

on behalf of Creditor MassMutual Asset Finance LLC nhull@verrilldana.com

Case 22-90341 Document 657 Filed in TXSB on 03/09/23 Page 10 of 10

District/off: 0541-4 User: ADIuser Page 6 of 6 Date Rcvd: Mar 07, 2023 Form ID: pdf002 Total Noticed: 35

Noelle M Reed

on behalf of Interested Party The Ad Hoc Equity Group noelle.reed@skadden.com

daniel.mayerfeld@skadden.com;dockethouston@skadden.com;rachel.redman@skadden.com;wendy.lamanna@skadden.com;andr

ea.bates@skadden.com;christopher.heaney@skadden.com

Patrick Holder Autry

on behalf of Creditor CEC Energy Services LLC pautry@branscombpc.com slee@branscomblaw.com

Patrick Holder Autry

on behalf of Creditor Coonrod Electric Co. LLC pautry@branscombpc.com slee@branscomblaw.com

Peter Clifton Lewis

on behalf of Interested Party Board of Directors of Core Scientific Inc. peter.lewis@solidcounsel.com,

marcella.morales@solidcounsel.com

R. J. Shannon

on behalf of Interested Party B. Riley Commercial Capital LLC rshannon@shannonpllc.com, rshannon@shannonleellp.com; 7044075420@filings.docketbird.com

Rachael L Smilev

on behalf of Creditor Marnoy Interests Ltd. d/b/a Office Pavilion rsmiley@fbfk.law, eglenn@fbfk.law

Scott D Fink

on behalf of Creditor TOYOTA INDUSTRIES COMMERCIAL FINANCE INC. Bronationalecf@weltman.com

Scott R Huete

on behalf of Creditor Summit Electric Supply Company Inc. shuete@elkinsplc.com

Shawn Kevin Brady

on behalf of Creditor TOYOTA INDUSTRIES COMMERCIAL FINANCE INC. sgodwin@brady-law-firm.com

Shawn M Christianson

on behalf of Creditor Oracle America Inc. schristianson@buchalter.com, cmcintire@buchalter.com

Shirley Palumbo

on behalf of Creditor NextEra Energy Resources shirley.palumbo@nexteraenergy.com

Shirley Palumbo

on behalf of Creditor Pescadero Capital LLC shirley.palumbo@nexteraenergy.com

Stephanie Lyn O'Rourke

on behalf of Creditor Huband-Mantor Construction Inc. sorourke@cokinoslaw.com,

sdavis@cokinoslaw.com;etalavera@cokinoslaw.com

Stephen Clark Jackson

on behalf of Creditor GEM Mining 1 LLC sjackson@maynardcooper.com

Stephen Clark Jackson

on behalf of Creditor GEM Mining 4 LLC sjackson@maynardcooper.com

Stephen Clark Jackson

on behalf of Creditor GEM Mining 3 LLC sjackson@maynardcooper.com

Stephen Clark Jackson

on behalf of Creditor GEM Mining 2 LLC sjackson@maynardcooper.com

Stephen Clark Jackson

on behalf of Creditor GEM Mining 2B LLC sjackson@maynardcooper.com

Stretto

ecf@cases-cr.stretto-services.com aw01@ecfcbis.com

Theresa A. Driscoll

on behalf of Creditor Indigo Direct Lending LLC tdriscoll@moritthock.com

Thomas A Howley

on behalf of Creditor Dalton Utilities tom@howley-law.com roland@howley-law.com;eric@howley-law.com

Thomas O. Bean

on behalf of Creditor MassMutual Asset Finance LLC tbean@verrilldana.com

Timothy Alvin Davidson, II

on behalf of Creditor Sphere 3D Corp. taddavidson@andrewskurth.com

US Trustee

USTPRegion07.HU.ECF@USDOJ.GOV

TOTAL: 86